

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

UNITED STATES OF AMERICA, ET AL.,

Plaintiffs,

v.

AMERICAN AIRLINES GROUP INC. and  
JETBLUE AIRWAYS CORPORATION,

Defendants.

Civil Action No. 1:21-cv-11558-LTS

**Oral Argument Requested**

**AMERICAN AIRLINES GROUP INC. AND JETBLUE AIRWAYS CORPORATION'S  
MOTION TO DISMISS**

Pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, American Airlines Group Inc. (“American”) and JetBlue Airways Corporation (“JetBlue”) (collectively, the “Defendants”) respectfully move this Court for an order dismissing Plaintiffs’ Complaint in the above-captioned action. As grounds for this motion, Defendants state as follows:

1. Plaintiffs have failed to plead the necessary elements of their federal antitrust claim. Under Section 1 of the Sherman Act, Plaintiffs must allege anticompetitive effects in a relevant market and must plausibly allege that Defendants have market power in the relevant market. Plaintiffs have failed to plead either element. *First*, Plaintiffs have not alleged that the Northeast Alliance between the Defendants actually harmed competition. Without factual allegations of any marketwide anticompetitive effect, Plaintiffs’ Complaint fails as a matter of law. *Ohio v. Am. Express Co.*, \_\_\_ U.S. \_\_\_, 138 S. Ct. 2274, 2283–84 (2018). *Second*, Plaintiffs failed to plead Defendants’ market power, a necessary element for an antitrust claim judged under the rule of reason. *Id.* Market power requires a showing that Defendants can raise price

by restricting output, which Plaintiffs do not even attempt to allege. Plaintiffs' market power allegations are also deficient because Plaintiffs have not alleged a properly defined relevant market. The Complaint should be dismissed on these grounds.

The basis for this motion is set forth fully in the accompanying Memorandum in Support, filed herewith.

WHEREFORE, Defendants respectfully request the Court dismiss the complaint with prejudice.

**REQUEST FOR ORAL ARGUMENT**

Pursuant to Local Rule 7.1(d), Defendants respectfully request to be heard at oral argument on their Motion to Dismiss.

Dated: November 22, 2021

Respectfully submitted,

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**LOCAL RULE 7.1 CERTIFICATION**

Pursuant to Local Rule 7.1(a)(2), I hereby certify that I conferred with counsel for Plaintiffs in a good faith effort to resolve or narrow the issues raised in Defendants' Motion to Dismiss, and Plaintiffs oppose this motion.

/s/ Daniel M. Wall  
Daniel M. Wall

**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing document, which was filed with the Court through the CM/ECF system, will be sent electronically to all registered participants as identified on the Notice of Electronic Filing.

/s/ Daniel M. Wall  
Daniel M. Wall